

McAfee, Inc.

Form 4

November 12, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PANGIA ROBERT W

(Last) (First) (Middle)

**C/O MCAFEE, INC., 5000
HEADQUARTERS DR.**

(Street)

PLANO, TX 75024

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
McAfee, Inc. [MFE]

3. Date of Earliest Transaction
(Month/Day/Year)
11/09/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify
below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)				5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	11/09/2010		M		12,500	A	\$ 7.9	15,607	D	
Common Stock	11/09/2010		S		12,500	D	\$ 47.3	3,107	D	
Common Stock	11/09/2010		M		20,000	A	\$ 25.81	23,107	D	
Common Stock	11/09/2010		S		20,000	D	\$ 47.3	3,107	D	
Common Stock	11/09/2010		M		20,000	A	\$ 11.86	23,107	D	

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Common Stock	11/09/2010	S	20,000	D	\$ 47.3	3,107	D
Common Stock	11/09/2010	M	25,000	A	\$ 18.64	28,107	D
Common Stock	11/09/2010	S	25,000	D	\$ 47.3	3,107	D
Common Stock	11/09/2010	M	25,000	A	\$ 21.22	28,107	D
Common Stock	11/09/2010	S	25,000	D	\$ 47.3	3,107	D
Common Stock	11/09/2010	M	20,000	A	\$ 24.35	23,107	D
Common Stock	11/09/2010	S	20,000	D	\$ 47.3	3,107	D
Common Stock	11/09/2010	M	20,000	A	\$ 29.62	23,107	D
Common Stock	11/09/2010	S	20,000	D	\$ 47.3	3,107	D
Common Stock	11/09/2010	M	15,000	A	\$ 34.32	18,107	D
Common Stock	11/09/2010	S	15,000	D	\$ 47.3	3,107	D
Common Stock	11/09/2010	M	15,000	A	\$ 36.34	18,107	D
Common Stock	11/09/2010	S	15,000	D	\$ 47.3	3,107	D
Common Stock	11/09/2010	M	141	A	\$ 37.38	3,248	D
Common Stock	11/09/2010	S	141	D	\$ 47.3	3,107	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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Derivative Security			or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
			Code	V (A) (D)				
Director Stock Options (Right to Buy)	\$ 7.9	11/09/2010	M	12,500	04/17/2004	04/17/2011	Common Stock	12,500
Director Stock Options (Right to Buy)	\$ 25.81	11/09/2010	M	20,000	04/17/2005	04/17/2012	Common Stock	20,000
Director Stock Options (Right to Buy)	\$ 11.86	11/09/2010	M	20,000	04/17/2006	04/17/2013	Common Stock	20,000
Director Stock Options (Right to Buy)	\$ 18.64	11/09/2010	M	25,000	04/16/2007	04/16/2014	Common Stock	25,000
Director Stock Options (Right to Buy)	\$ 21.22	11/09/2010	M	25,000	04/15/2008	04/15/2015	Common Stock	25,000
Director Stock Options (Right to Buy)	\$ 24.35	11/09/2010	M	20,000	04/17/2009	04/17/2016	Common Stock	20,000
Director Stock Options (Right to Buy)	\$ 29.62	11/09/2010	M	20,000	04/17/2010	04/17/2017	Common Stock	20,000
Director Stock Options (Right to Buy)	\$ 34.32	11/09/2010	M	15,000	04/17/2009	04/17/2018	Common Stock	15,000

Director Stock Options (Right to Buy)	\$ 36.34	11/09/2010	M	15,000	04/17/2010	04/17/2019	Common Stock	15,000
Director Stock Options (Right to Buy)	\$ 37.38	11/09/2010	M	141	04/27/2010	04/27/2019	Common Stock	141

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PANGIA ROBERT W C/O MCAFEE, INC. 5000 HEADQUARTERS DR. PLANO, TX 75024	X			

Signatures

/s/ Jared Ross, Attorney-in-Fact	11/12/2010
<u> </u> **Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Remarks:

As has been widely reported, the capital gains and personal income tax rates are expected to increase, effective January 1, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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